

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Shoreline Energy LLC

2. All other names debtor used in the last 8 years

None.

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

2 0 - 4 8 3 2 7 7 7

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

16801 Greenspoint Park Drive
Number Street

Number Street

Suite 380

P.O. Box _____

Houston TX 77060
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Harris
County

Number Street

City State ZIP Code

5. Debtor's website (URL)

N/A

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Shoreline Energy LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See attached Schedule 1 Relationship Affiliate
District Southern - Houston Division When 11/02/2016
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Shoreline Energy LLC Case number (if known) _____
 Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor	Shoreline Energy LLC		Case number (if known)
	Name		

16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/02/2016
MM / DD / YYYY

X /s/ Randy E. Wheeler
Signature of authorized representative of debtor

Title Vice President/Secretary

Randy E. Wheeler
Printed name

18. Signature of attorney

X /s/ Paul M. Green
Signature of attorney for debtor

Date 11/02/2016
MM / DD / YYYY

Paul M. Green / Thomas A. Howley

Printed name

Jones Day

Firm name

717 Texas Avenue #3300

Number Street

Houston

City

TX 77002

State ZIP Code

(832) 239-3892

Contact phone

pmgreen@jonesday.com

Email address

Green: 24059854 Howley: 24010115

Bar number

Texas

State

SCHEDULE 1

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of the Bankruptcy Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

Shoreline Energy LLC
Shoreline Southeast LLC
Shoreline Offshore LLC
Harvest Development LLC
Shoreline GP LLC
Shoreline Central Corporation
Shoreline Energy Partners, LP
Shoreline EH LLC

**WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
SHORELINE ENERGY LLC**

November 2, 2016

The undersigned, representing the sole Member of Shoreline Energy LLC, a Delaware limited liability company (the “*Company*”) does hereby consent to, confirm, approve and adopt the following actions and resolutions in accordance with the Fourth Amended and Restated Limited Liability Company Agreement of Company, dated as of September 23, 2014 (as amended from time to time, the “*Company Agreement*”). Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Company Agreement.

WHEREAS, the Company is managed by its sole Member, Shoreline EH LLC, a Delaware limited liability company (“*Sole Member*”);

WHEREAS, the Sole Member has had the opportunity to consult with the financial and legal advisors of the Company, and to fully consider each of the strategic alternatives available to the Company; and

WHEREAS, the Sole Member has determined that it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed, as soon as practicable, a voluntary petition (the “*Petition*”) for relief under Chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Texas or such other court as the appropriate officer or officers of the Company shall determine to be appropriate (the “*Bankruptcy Court*”) on behalf of the Company.

Chapter 11 Filing

NOW THEREFORE, BE IT RESOLVED, that the Company shall be, and it hereby is, authorized to file a Petition in Bankruptcy Court and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing and the performance of such acts to constitute the reasonableness, advisability, expedience, convenience, appropriateness or necessity thereof; and

FURTHER RESOLVED, that the chief executive officer, the chief operating officer, the vice presidents, the treasurer, the secretary of the Company and any other officer of the Company that the chief executive officer may designate from time to time (collectively, the “*Designated Officers*”) shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of, and in the name of, the Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be

filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case in such form or forms as any such Designated Officer may approve; and (d) the actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of the Petition and all ancillary documents and all other agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval and the necessity or desirability thereof.

Debtor in Possession Financing Facility

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into a debtor in possession financing facility and any documents, agreements and instruments contemplated by, related to or in connection therewith, including, without limitation, each of the Financing Documents (as hereinafter defined) and consummate the transactions contemplated therein (collectively, the "***Financing Transactions***") on terms substantially consistent with those presented to the Board of Managers of the Sole Member on or prior to the date hereof and as such terms may be further approved, modified or amended to include changes, additions or deletions by any one or more of the Designated Officers, as may be reasonably necessary, appropriate or desirable for the continuing conduct of the affairs of the Company and the execution and delivery of any such agreement, document or instrument containing changes, additions or deletions by any Designated Officer to be conclusive evidence of such approval of such changes, additions or deletions; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, in such case, as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the Financing Transactions;

FURTHER RESOLVED, that each Designated Officer be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, as a debtor and debtor in possession, to negotiate the form, terms and provisions of, and to execute, deliver and perform any and all agreements, amendments to agreements, applications, certificates, instruments, guaranties, notices, consents, acknowledgments and any and all other documents, agreements and instruments contemplated by, related to or in connection with the Financing Transactions (collectively, the "***Financing Documents***") and to take all such other action or actions (including, without limitation, the making of all payments and remittances on behalf of the Company) as he or she shall deem necessary, appropriate or advisable to carry out the intent and purpose of the foregoing resolutions, such negotiation, execution and delivery or taking of any such action or actions by any such Designated Officer or Designated Officers to constitute conclusive evidence of his or her determination and approval of such necessity, appropriateness or advisability, and any action or actions taken by such Designated Officer in furtherance of these objectives are hereby authorized, ratified and approved;

FURTHER RESOLVED, that each Designated Officers be, and hereby is, authorized and empowered to prepare amendments, restatements, supplements, waivers, consents or other modifications under the Financing Documents as may be necessary or appropriate, which

amendments, restatements, supplements, waivers, consents or other modifications to such agreements or documents may, without limitation, provide for consent payments, fees or other amounts payable, modifications of relief, increasing the amount of credit available thereunder, or extending the maturity date thereof, and that each Designated Officer be, and each hereby is, authorized to execute, deliver and perform, in the name and on behalf of the Company, as a debtor and debtor in possession, the amendments, restatements, supplements, waivers, consents or other modifications under such agreements or documents as such Designated Officer shall determine to be necessary or appropriate, in the forms approved by such Designated Officer, such approval to be conclusively evidenced by the execution on behalf of the Company of such amendments, restatements, supplements, waivers, consents or other modifications; and

FURTHER RESOLVED, that each Designated Officer be, and hereby is, authorized to furnish copies or extracts of the Financing Documents and any and all agreements, amendments to agreements, applications, certificates, instruments, consents, acknowledgments and other documents contemplated by or related to the Financing Documents in the name and on behalf of the Company, as a debtor and debtor in possession, and under its corporate seal or otherwise, as in his or her judgment shall be necessary, proper and advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolutions.

Restructuring Support Agreement, Plan and Sale

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into the Restructuring Support Agreement between the Debtors and the parties thereto and any associated documents (the “**RSA**”) and consummate, and perform under, the transactions contemplated therein and on such terms substantially consistent with those presented to the Board of Managers of the Sole Member on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and expenses as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the RSA;

FURTHER RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) execute and file a chapter 11 plan (the “**Plan**”), associated disclosure statement (the “**Disclosure Statement**”), and any associated documents, and consummate, and perform under, the transactions contemplated therein on such terms substantially consistent with those presented to the Board of Managers of the Sole Member on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the Plan or Disclosure Statement;

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify the RSA, the Plan, and Disclosure Statement, and such agreements,

certificates, notices and any and all other documents as any of the Designated Officers may deem necessary or appropriate in connection with the RSA, the Plan, the Disclosure Statement and any other related documents (the “**Restructuring Documents**”); (b) Restructuring Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Designated Officers are hereby approved; (c) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to authorize counsel to draft, file and seek approval of the Restructuring Documents, including approval of the Disclosure Statement and confirmation of the Plan; and (d) the actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer’s approval thereof and the necessity or desirability thereof; and

FURTHER RESOLVED, that the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of, the Company in connection with the RSA and the Company’s chapter 11 case, to enter into one or more sale or other restructuring transactions (collectively, the “**Sale and Restructuring Transactions**”), substantially in accordance with the summary presented to the Board of Managers of the Sole Member, subject to such modifications thereto as any such officer may deem necessary or advisable in order to give effect to and carry out the purposes of the Sale and Restructuring Transactions.

Retention of Professionals and Claims and Noticing Agent

RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized and empowered to retain, on behalf of, and in the name of, the Company: (a) Jones Day; (b) Imperial Capital, LLC; (c) Prime Clerk LLC; and (d) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in any such Designated Officer’s judgment may be necessary or desirable in connection with the Company’s chapter 11 case and other related matters, on such terms as such officer or officers shall approve and such Designated Officer’s retention thereof to constitute conclusive evidence of such Designated Officer’s approval and the necessity and desirability thereof; and

FURTHER RESOLVED, that the law firm Jones Day and any additional special or counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized and empowered to represent the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code.

Additional Resolutions

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer’s or officers’ judgment shall be

necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with any of the foregoing matters in all respects are hereby ratified, confirmed and approved;

FURTHER RESOLVED, that any Designated Officer shall be, and each of them, acting alone, hereby is, authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Designated Officer, a true copy of the foregoing resolutions; and


FURTHER RESOLVED, this Written Consent may be executed in as many different counterparts as may be convenient, each of which shall be an original and all of which together shall constitute one and the same Written Consent. This Written Consent may be transmitted via facsimile or other similar electronic means and executed by the undersigned, and a facsimile of the signature of the undersigned shall be deemed an original signature for all purposes and have the same force and effect as a manually-signed original.

[Signature Page Follows.]

IN WITNESS WHEREOF, undersigned, representing the Sole Member of the Company has duly executed this Written Consent effective as of the date first set forth above.

SOLE MEMBER:

SHORELINE EH LLC

By: 
Randy E. Wheeler
Vice President and Secretary

☐ Check if this is an amended filing

Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Sankaty Advisors, LLC John Hancock Tower 200 Clarendon Street Boston, MA 02116	John Ezekowitz Phone: 617-516-2479 Fax: 617-516-2710 JEzekowitz@sankaty.com	UNSECURED NOTES				\$71,400,000
2	Hilcorp Energy Company 1201 Louisiana St., Ste 1400 Houston, TX 77002	Jeffery D. Hildebrand Phone: 713-209-2400 Fax: 713-209-2478 bondinvestors@hilcorp.com	TRADE				\$890,746.20
3	Helmerich & Payne Intl Drilling Co. 1437 S. Boulder Ave. Tulsa, OK 74119	John W. Lindsay Phone: 918-742-5531 Fax: 918-742-0237 webmaster@hpinc.com	TRADE				\$848,606.31
4	Eagle Energy Services, LLC 151 Tourist Lane Gray, LA 70359	President Phone: 985-631-3278 Fax: 985-631-3281	TRADE				\$751,074.09
5	Castex Energy, Inc. 333 Clay Street, Ste. 2000 Houston, TX 77002-2569	Caran Crooker, Controller Phone: 281-878-0027 Ccrooker@CastexEnergy.com	TRADE				\$636,844.64
6	Archrock Services, LP 16666 Northchase Drive Houston, TX 77060	Brad Childers Phone: 281-836-8000 Fax: 281-836-8544	TRADE				\$547,143.16
7	Tidewater Dock, Inc. 21549 LA-1 Golden Meadow, LA 70357	Donald J Vizier Phone: 985-475-5000 Fax: 985-475-5095 djv@tidewaterdocks.com	TRADE				\$462,714.41
8	S2 Energy Operating, LLC 200 Caroline Court Covington, LA 70433	Barry Salsbury Phone: 985-898-4912 Fax: 985-898-4972	TRADE				\$453,491.60
9	Allen & Kirmse, Ltd. 209 5th St Lafayette, LA 70501-7110	Durelle Allen Phone: 337-232-2024 Fax: 337-237-0883 durellea@aklaf.com	TRADE				\$350,326.41

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Schlumberger Technology Corp. 300 Schlumberger Dr. Sugar Land, TX 77478	Paal Kibsgaard Phone: 281-285-8500 Fax: 281-285-8545 marketing-mea@slb.com	TRADE				\$340,501.40
11	T.F. Services LLC 210 Service Road Rayne, LA 70578	President Phone: 337-393-2799 Fax: 337-393-2796	TRADE				\$325,348.98
12	Settoon Construction, Inc. 1081 Highway 70 Pierre Part, LA 70339	Fred Settoon Phone: 985-252-6296 Fax: 985-252-9800 butchgros@settoon.com	TRADE				\$319,889.90
13	Procor Chemicals, Inc. 207 Commission Blvd Lafayette, LA 70508	Ryan Hagle Phone: 225-927-8712 Fax: 225-927-8715 ceo@procorchemicals.com	TRADE				\$319,642.88
14	Southern Flow / Zedi 132 Demanade Boulevard Lafayette, LA 70503	Matthew Heffernan Phone: 337-233-2066 Fax: 337-237-3790 support@PetroNetSystems.com	TRADE				\$307,339.29
15	Stallion Construction LLC 106 Cutlass Loop Rayne, LA 70578	Maxim Doucet Phone: 337-873-8698 Fax: 337-873-8693 mdoucet@blr.com	TRADE				\$297,165.65
16	Acadiana Shell & Limestone, Inc. 935 South Henry St Abbeville, LA 70510	Roy Young Phone: 337-893-1111 Fax: 337-893-3985 young@acadianashell.com	TRADE				\$279,541.12
17	Cardinal Coil Tubing, LLC 2618 West Admiral Doyle Drive New Iberia, LA 70560	Jeremy Huval Phone: 337-364-0898 Fax: 337-321-6909 jhuval@cardinalsvc.com	TRADE				\$217,192.05
18	Wireline Control Sys LLC A SCHLUMBERGER COMPANY 1200 Enclave Pkwy Houston, TX 77077-1764	Paal Kibsgaard Phone: 337-714-2011 Fax: 337-837-1384 CSIMAR@SLB.COM	TRADE				\$195,653.48

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	Intracoastal Liquid Mud, Inc. 512 Highway 93 North Scott, LA 70583	Michael Calkins Phone: 337-232-4550 Fax: 337-232-8515 m.calkins@goilm.com	TRADE				\$187,167.48
20	Crimson Exploration Operating 717 Texas Avenue, Ste. 2900 Houston, TX 77002	Allan D. Keel Phone: 713-236-7540 Fax: 713-236-4424 investorrelations@crimsonxp.com	TRADE				\$179,593.22
21	Knight Oil Tools, Inc. 2727 SE Evangeline Thruway Lafayette, LA 70505	Earl J. Blackwell Phone: 337-233-0454 Fax: 337-233-0438 bcrockett@knightoiltools.com	TRADE				\$172,454.31
22	X-Chem, LLC 6141 River Road Harahan, LA 70123	Kevin Wallace Phone: 504-733-5806 Fax: 504-733-1752 contact@x-chem.com	TRADE				\$172,228.49
23	Superior Slickline Servicers 110 Bercegeay Rd Broussard, LA 70518	David Dunlap Phone: 337-837-2956 Fax: 337-837-4658 info@superiorenergy.com	TRADE				\$171,817.59
24	Kinder Morgan Treating LP Dept. 3015 1001 Louisiana Street, Ste 1100 Houston, TX 77027	Bill Stokes Phone: 713-369-8481 Fax: 303-984-3734 william_stokes@kindermorgan.com	TRADE				\$166,163.60
25	Frisco Construction Co. Inc. 1237 Grand Caillou Rd. Houma, LA 70363	Earl Scott Phone: 985-876-3807 Fax: 985-876-3174 info@houmachamber.com	TRADE				\$165,929
26	Quality Energy Services, Inc. 5342 Hwy 311 Houma, LA 70360	Leo Kerner Phone: 985-850-0025 Fax: 985-850-0032	TRADE				\$163,634.50
27	Oil States Energy Services 1529 Coteau Rd. Houma, LA 70360	Cindy B. Taylor Phone: 985-868-3257 Fax: 985-868-8991	TRADE				\$160,052.63

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28	Northstar Offshore Group, LLC 11 Greenway Plaza, Ste. 2800 Houston, TX 77046	S. Glynn Roberts Phone: 713-626-9696	TRADE				\$157,804.78
29	MONCLA Workover & Drilling Operations LLC 2107 Carmel Dr. Lafayette, LA 70501	President Phone: 337-456-8799 Fax: 337-504-4669	TRADE				\$157,474
30	Whitney Oil & Gas, LLC 400 Poydras Street, Ste. 1400 New Orleans, LA 70130	Jeffrey Marcel Phone: 504-799-1651	TRADE				\$135,112.79

Fill in this information to identify the case and this filing:

Debtor Name Shoreline Energy LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/02/2016
MM / DD / YYYY

X /s/ Randy E. Wheeler
Signature of individual signing on behalf of debtor

Randy E. Wheeler
Printed name

Vice President/Secretary
Position or relationship to debtor

Fill in this information to identify the case and this filing:

Debtor Name Shoreline Energy LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

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I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/02/2016
MM / DD / YYYY

X /s/ Randy E. Wheeler
Signature of individual signing on behalf of debtor

Randy E. Wheeler
Printed name

Vice President/Secretary
Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re

SHORELINE ENERGY LLC,¹
a Delaware limited liability company,

Debtor.

Chapter 11

Case No. 16-_____(____)

(Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rules of Bankruptcy Procedures 1007(a)(1) and 7007.1,

Shoreline Energy LLC ("Shoreline") on behalf of itself and its affiliated debtors in the

above-captioned cases (collectively, the "Debtors"), respectfully represents as follows:

1. Shoreline is the corporate parent of Debtors Shoreline Southeast LLC, Shoreline Offshore LLC, Harvest Development LLC, Shoreline GP LLC, Shoreline Central Corporation and Shoreline Energy Partners, LP in these chapter 11 cases and directly or indirectly owns 100% interest in all of the Debtors.²
2. Shoreline is wholly owned by Debtor Shoreline EH LLC.

¹ The last four digits of the Debtor's taxpayer identification number is 2777, and its address is 16801 Greenspoint Park Drive #380, Houston, Texas 77060.

² A corporate organization chart depicting the ownership structure of the Debtors is attached as Exhibit A to the Declaration of Daniel P. Hurley in Support of First Day Pleadings, which was filed contemporaneously herewith.

Fill in this information to identify the case and this filing:

Debtor Name Shoreline Energy LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/02/2016
MM / DD / YYYY

X /s/ Randy E. Wheeler
Signature of individual signing on behalf of debtor

Randy E. Wheeler
Printed name

Vice President/Secretary
Position or relationship to debtor